



Westinghouse

Westinghouse Electric Company
P.O. Box 355
Pittsburgh, Pennsylvania 15230-0355
U.S.A.

April 21, 2006

ATTN: Document Control Desk
U.S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, MD 20852

Noted Copy: Jack Strosnider, Director
Office of Nuclear Material Safety and Safeguards
U.S. Nuclear Regulatory Commission
Two White Flint North
11545 Rockville Pike
Rockville, MD 20852

Re: Application for Consent to Indirect Change of Control with Respect to Materials
Licenses, Quality Assurance Program Approvals and Certificates of Compliance

Dear Sir or Madam:

Enclosed for filing with the U.S. Nuclear Regulatory Commission ("NRC") is an Application of Westinghouse Electric Company LLC ("Westinghouse") for Consent to Indirect Change of Control with respect to the materials licenses, quality assurance program approvals and certificates of compliance held by Westinghouse and more specifically listed on Exhibit A to the enclosed Application. The filing and requested NRC consent is necessitated by the planned sale by British Nuclear Fuels plc ("BNFL"), the current parent company of Westinghouse, of its entire interest in Westinghouse to Toshiba Corporation ("Toshiba").

BNFL currently owns, indirectly through wholly-owned intermediate subsidiaries, 100% of the membership interest in Westinghouse. As more fully described in the Application, the sale of Westinghouse will be accomplished, in part, by BNFL selling to Toshiba the shares of BNFL USA Group Inc. ("BNFL USA"), BNFL's wholly-owned holding company through which it operates in the U.S. and through which it owns Westinghouse (the "Transaction"). Toshiba intends to hold its ownership interest in BNFL USA and thus, indirectly, Westinghouse through a newly created intermediate holding company ("NewCo") of which it will be the majority and controlling owner (51% or more). Toshiba currently is in discussions with potential minority owners of NewCo and, if

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applicable, will issue shares in NewCo to such minority owners. However, Toshiba will maintain control of Westinghouse at all times after the closing through its ownership, indirectly through NewCo, of at least 51% of the membership interest in Westinghouse. This will result in the indirect transfer of control of Westinghouse from BNFL to Toshiba.

Toshiba has been an industry leader in Japan's commercial nuclear industry since 1966 when it worked on Japan's first light water reactor. It continues its active involvement in constructing new nuclear power plants in Japan today, with two new nuclear plants using Toshiba components having commenced commercial operations in 2005. Toshiba also designs, develops and manufactures key components for nuclear plants in Japan and engages in other businesses outside of the commercial nuclear business. Toshiba has substantial (non-nuclear) manufacturing and other operations in the US and employs more than 6,000 people in the US, generating annual sales in the US of \$7 billion.

There will be no change to Westinghouse's operations, corporate structure, key operating personnel or licensed activities as a result of the Transaction and the indirect change of control. Westinghouse will remain a U.S. company and will continue to be headquartered in Pittsburgh, PA.

Westinghouse will continue to be the holder of the licenses, approvals and certificates listed on Appendix A after the closing of the Transaction and the indirect change of control. Moreover, Westinghouse will remain technically and financially qualified as the licensee and will continue to fulfill all responsibilities as the licensee. Current Westinghouse employees responsible for licensed materials and activities will continue to be responsible for such materials and activities after the closing and the indirect change of control.

The indirect change of control of Westinghouse from BNFL to Toshiba will not affect the organizational or operational structure described in the licenses, approvals and certificates. Further, there will be no change in operating organizations, locations, facilities, equipment or procedures associated with the licensed activities; and there will be no change in the use, possession, locations or storage of licensed materials as a result of the Transaction. Licensed activities of Westinghouse will continue in their current form without interruption of any kind resulting from the indirect change of control. No amendments to the licenses, approvals and certificates will be necessary in connection with this request for consent.

The closing of the Transaction involves review and/or approval of other US federal and state and international regulatory agencies in addition to the consent requested of the NRC in the Application. Currently, it is anticipated that the closing date will be in the

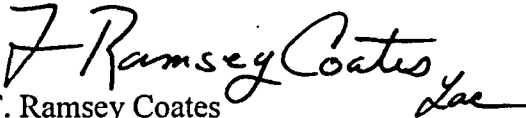
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third quarter of 2006 (the "Closing Date"). Therefore, Westinghouse requests that the NRC consent to the change of control effective as of the Closing Date of the transaction. Westinghouse will keep the NRC informed of the progress in obtaining other regulatory approvals and closing the Transaction and, once established, the actual date set as the Closing Date of the Transaction.

Westinghouse also would appreciate the NRC adding the individuals on the attached list to the service list for correspondence related to the Application.

Should there be any questions regarding the Application or the licenses, approvals and certificates listed on Appendix A that are the subject of the Application, or any questions regarding Toshiba, please contact the appropriate contact individual(s) listed in the Application.

Very truly yours,


F. Ramsey Coates
Senior Vice President and General Counsel

Enclosure

cc: Administrator, USNRC Region I and Nuclear Material Section
Administrator, USNRC Region II and Material Licensing/Inspection Branch
Administrator, USNRC Region III and Material Licensing Section

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**APPLICATION FOR CONSENT TO
INDIRECT CHANGE OF CONTROL**

**WITH RESPECT TO
MATERIALS LICENSES, QUALITY ASSURANCE PROGRAM APPROVALS
AND CERTIFICATES OF COMPLIANCE**

1.0 INTRODUCTION

Pursuant to 10 C.F.R. §§ 30.34, 40.46 and 70.36, Westinghouse Electric Company LLC, a Delaware limited liability company ("Westinghouse"), requests the US Nuclear Regulatory Commission ("NRC" or the "Commission") to grant its consent to the indirect change in control of Westinghouse from British Nuclear Fuels plc ("BNFL") to Toshiba Corporation ("Toshiba").

Westinghouse holds certain materials licenses, quality assurance program approvals and certificates of compliance issued by the NRC pursuant to 10 C.F.R. Parts 30, 40, 70 and 71 ("licenses, approvals and certificates"). The licenses, approvals and certificates applicable to this Application are listed on Exhibit A. Westinghouse currently is a wholly-owned subsidiary of BNFL, a United Kingdom corporation. Ownership of Westinghouse by BNFL is through a series of intermediary US and UK subsidiary companies that are also wholly-owned by BNFL. The Commission previously approved BNFL's acquisition of Westinghouse from CBS Corporation ("CBS") in 1999.¹

BNFL has entered into a Purchase and Sale Agreement with Toshiba, a Japanese corporation, whereby BNFL will sell to Toshiba all of its interest in Westinghouse. This transfer will be accomplished through a stock sale transaction between BNFL and Toshiba, more fully described below (the "Transaction"), and will result in an indirect transfer of control of Westinghouse from

¹ NRC Order Approving Transfer of Westinghouse Materials Licenses, Quality Assurance Program Approvals, and Certificates of Compliance from CBS to BNFL, Letter from C. Emeigh, NRC/NMSS, to J. Nardi, Westinghouse (Mar. 10, 1999).

BNFL to Toshiba. Westinghouse by this Application therefore is requesting that, pursuant to applicable law and NRC regulations, the NRC consent to this indirect change of control with respect to its licenses, approvals and certificates.

Closing of the Transaction involves review and/or approval of other US federal and state and international regulatory agencies, including Hart-Scott-Rodino review, Exon-Florio review, Federal Communications Commission review and NRC Agreement State review (the states of Washington, Utah, and South Carolina) in addition to the consent requested of the NRC. Currently, it is anticipated that the closing date will be in the third quarter of 2006 (the "Closing Date"). Therefore, Westinghouse requests that the NRC consent to the change of control effective as of the Closing Date of the Transaction. Westinghouse will keep the NRC informed of the progress in obtaining other regulatory approvals and closing the Transaction and, once established, the actual date set as the Closing Date of the Transaction.

From and after the Closing Date, Westinghouse, as more fully discussed below, will continue to be the holder of the licenses, approvals and certificates listed on Appendix A. Westinghouse will remain technically and financially qualified as the licensee and will continue to fulfill all responsibilities as the licensee. Current Westinghouse employees responsible for licensed materials and activities will continue to be responsible for such materials and activities after the Closing Date and the indirect change of control. The indirect change of control will not affect the organizational or operational structure described in the licenses, approvals and certificates. Further, there will be no change in operating organizations, locations, facilities, equipment or procedures associated with the licensed activities; and there will be no change in the use, possession, locations or storage of licensed materials as a result of the closing of the Transaction. Licensed activities will continue in their current form without interruption of any kind resulting from the indirect change of control. No amendments to the licenses, approvals and certificates will be necessary in connection with this request for consent. Westinghouse will remain headquartered in Pittsburgh, PA.

In accordance with NUREG-1556, Volume 15, section 5 and Appendix F, Westinghouse provides the following information regarding the Transaction to allow the NRC to review the proposed indirect change of control.²

2.0 THE PARTIES

2.1 BNFL

BNFL, the parent company of Westinghouse, acquired Westinghouse in 1999 from CBS. BNFL currently owns indirectly through wholly-owned intermediate subsidiaries 100% of the membership interest in Westinghouse. BNFL is wholly-owned by the Government of the United Kingdom, and has as its sole shareholder the U.K Department of Trade and Industry.

2.2 TOSHIBA

Toshiba is a leader in the Japanese commercial nuclear industry. Toshiba has been involved in the Japanese nuclear business since 1966, when it worked on Tsuruga Nuclear Power Station Unit No. 1, Japan's first light water reactor. Toshiba is actively involved in constructing new nuclear power plants in Japan. Two new nuclear plants using Toshiba components started commercial operations in 2005 – Higashidori-1, an 1,100 MWe BWR with a Toshiba-supplied nuclear steam supply system and balance of plant, and Hamoaka-5, a 1,380 MWe BWR with a Toshiba-supplied nuclear steam supply system. In addition to constructing new nuclear plants, Toshiba also designs, develops and manufactures key components for nuclear plants in Japan, including reactor internals and instrumentation and control systems.

In addition to its long-established role in the Japanese nuclear power industry, Toshiba and its subsidiaries manufacture power transmission and distribution systems, elevator systems, and

² NUREG-1556, Volume 15, *Consolidated Guidance About Materials Licenses - Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Material's Licenses*, Section 5 ("Change of Control") (Final Report, Nov. 2000) and NRC Regulatory Issue Summary 2001-04, *Issuance of Updated Guidance on the Transfer of Ownership or Control of Licensed Activities (NUREG-1556, Volume 15)* including Appendix F ("Information Needed for Transfer of Control Application").

medical imaging systems in Japan. Toshiba also sells electronic devices and digital products, such as laptop computers and televisions, in markets around the world, including the US.

Toshiba is a large corporation with significant financial strength. Worldwide, Toshiba has approximately 165,000 employees and annual revenues of \$55 billion. Toshiba has substantial manufacturing and other operations in the US in the states of California, New Jersey, New York, South Dakota, Tennessee and Texas. Toshiba employs more than 6,000 people in the US and has annual sales in the US of \$7 billion.

2.3 CONTACT INFORMATION

The Westinghouse contact and telephone number(s) to facilitate communications with respect to the licenses, approvals and certificates will remain:

Mr. A. Joseph Nardi, License Administrator
Legal, Contracts and Environmental Health & Safety
Westinghouse Electric Company LLC
4350 Northern Pike
Monroeville, PA 15146
Telephone: (412) 374-4652
Fax: (412) 374-3832
E-Mail: nardiaj@westinghouse.com

Also, for information regarding this Application, please contact:

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Assistant General Counsel
Legal, Contracts and Environmental Health & Safety
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Monroeville, PA 15146
Telephone: (412) 374-4614
Fax: (412) 374-6122
E-Mail: campagla@westinghouse.com

For information regarding Toshiba, please contact:

William R. Hollaway
Robert W. Warnement
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111
Telephone: (202) 371-7000
Fax: (202) 393-5760
E-Mail: whollawa@skadden.com
E-Mail: rwarneme@skadden.com

3.0 INFORMATION NEEDED BY NRC FOR CONSENT TO INDIRECT CHANGE OF CONTROL

3.1. DESCRIPTION OF THE TRANSACTION

3.1.1 THE TRANSACTION

The following is a brief description of BNFL's US holdings and is provided to understand the Transaction as it relates to the requested consent to indirect change of control. BNFL owns one hundred percent (100%) of the issued and outstanding shares of Westinghouse through a chain of UK and US subsidiary companies which are also wholly-owned by BNFL. BNFL owns 100% of the shares of BNFL (Investments US) Ltd., a UK corporation ("BNFL Investments"), which, in turn, owns 100% of the shares of BNFL USA Group Inc., a Delaware corporation ("BNFL USA"). BNFL USA is the BNFL US holding company through which BNFL operates in the US. BNFL USA, in turn, owns 100% of the shares of BNFL Nuclear Services Inc., a Delaware corporation ("BNSI"), which, in turn, owns 100% of Westinghouse. An organization chart depicting this pre-Transaction ownership structure is attached as Exhibit B-1.

To effect the sale of Westinghouse to Toshiba, BNFL, through BNFL Investments, will sell to Toshiba all of the stock of BNFL USA. This will result in the indirect sale and transfer of control of the entire Westinghouse business in the US from BNFL and BNFL Investments to

Toshiba.³ The Transaction will not change the name of Westinghouse. The licensed holder of the licenses, approvals and certificates will remain Westinghouse Electric Company LLC. See Section 2.3 above for the continuing licensee contacts.

Toshiba intends to establish a new intermediate holding company ("NewCo") for the purpose of acquiring the stock of BNFL USA and thus, through BNSI, indirectly 100% of Westinghouse. Toshiba will be the majority owner and have a controlling interest in NewCo. NewCo will issue shares to Toshiba and, if applicable, to potential minority investors with whom Toshiba currently is in discussions. Upon closing, Westinghouse will be 100% owned by NewCo, which will be majority (51% or more) owned by Toshiba. An organization chart depicting this post-Transaction ownership structure is included in Exhibit B-2.

Toshiba will maintain control of Westinghouse at all times after the closing of the Transaction through its ownership of at least 51% of the membership interest in Westinghouse. The potential minority, non-controlling investors in Westinghouse are major US and Japanese equity and financial investors. It is Toshiba's intent that no such minority investments will constitute a change of control of Westinghouse. Westinghouse will inform the NRC of any minority, non-controlling shareholders prior to the Closing Date.

Currently, the Board of Directors of Westinghouse is made up of seven members. Three Directors are US citizens and four Directors, including the Chairman of the Board, are UK citizens. Following the Transaction, the current Board members who are UK citizens will, and other Board members may, be replaced with members who are either US or Japanese citizens.

³ BNFL USA also owns 100% of the stock of BNFL Inc., a Delaware corporation and another BNFL subsidiary that will be included in the sale to Toshiba. However, this company and its holdings hold no nuclear-related licenses and thus are not relevant to the Application. In addition, BNFL also will be selling to Toshiba 100% of the shares of Westinghouse Electric (UK) Ltd., a UK corporation and wholly-owned subsidiary of BNFL, which is the holding company for all of the Westinghouse managed companies and businesses in the UK and in Europe. These aspects of the sale do not affect any of Westinghouse's NRC licenses, approvals and certificates and is noted for purposes of fully informing the NRC of the scope of the entire sale transaction.

Although the exact number and composition of the Board of Directors of Westinghouse following closing of the Transaction has not yet been determined, Toshiba intends to maintain US presence on the Board.

Currently, the officers of Westinghouse are all citizens of the US or the UK. Toshiba expects to retain most, if not all, of Westinghouse's current officers following closing of the Transaction. In the event that certain officer(s) are replaced, such officer(s) will be replaced with individuals who are either US or Japanese citizens.

3.1.2 REQUIRED NRC FINDINGS

In the area of materials licensing, under the Atomic Energy Act of 1954, as amended ("AEA"), the NRC must make a finding that the indirect change of control of Westinghouse's licenses, approvals and certificates would not be "inimical to the common defense and security, and would not constitute an unreasonable risk to the health and safety of the public." See 42 U.S.C. §§ 2073(c), 2093(b), 2112(b). The indirect change of control of Westinghouse from BNFL, owned by the UK government, to Toshiba, a Japanese private corporation, meets this standard.

There will be no change to Westinghouse's operations, headquarters, corporate structure, key personnel or licensed activities as a result of the indirect change of control. The Westinghouse Board of Directors will all be US or Japanese citizens. The management of special nuclear material will remain under the control of US citizens. Toshiba will not have access to either restricted data and/or other classified information or sensitive nuclear technology by virtue of its interest as a purchaser of the Westinghouse business.

Moreover, the UK and Japan are among the US's closest allies and most stalwart supporters of nuclear non-proliferation and the suppression of terrorism. Japan and the US have a long history of cooperation on nuclear security and nuclear non-proliferation and perhaps no nation has a greater appreciation of and interest in nuclear non-

proliferation than Japan⁴. Thus, under the Transaction, the indirect change of control of Westinghouse from BNFL to Toshiba is not inimical to the common defense and security of the United States and will not constitute an unreasonable risk to the health and safety of the public.

3.2 CHANGES OF PERSONNEL

The Transaction will result in no changes in Westinghouse personnel or management having direct operational responsibility for, and control of, licensed activities. There will be no changes in personnel who are listed on the licenses, approvals and certificates or referred to in the supporting documentation as a result of the Transaction. There will be no changes in personnel responsible for radiation safety or use of licensed material in the licenses, approvals and certificates possessed by Westinghouse.

3.3 CHANGES OF LOCATION, EQUIPMENT & PROCEDURES

The Transaction will not result in changes in Westinghouse's headquarters, or operational organization, location, facilities, equipment or procedures related to the licenses, approvals and certificates possessed by Westinghouse. There will be no changes in the use, possession, location or storage of the licensed material as a result of the indirect change of control under the Transaction.

⁴ Japan is a party to the Nuclear Non-Proliferation Treaty. Japan and the US also have a bilateral Agreement for Cooperation Concerning Peaceful Uses of Nuclear Energy. Moreover, Japan was one of the first signers of the International Convention for the Suppression of Acts of Nuclear Terrorism. Japanese companies, including Toshiba, have been successfully working under nuclear technology licenses from the US for more than 30 years. Just like the US, Japan is a member of the Nuclear Suppliers Group, a multinational group of nuclear supplier countries that contributes to the non-proliferation of nuclear weapons through the implementation of guidelines for nuclear exports and nuclear-related exports. Both Japan generally, and Toshiba in particular, have consistently shown themselves to be good nuclear citizens.

3.4 SURVEILLANCE RECORDS

The indirect change of control under the Transaction will have no effect on Westinghouse's surveillance records. All licensed activities of Westinghouse, including all required surveillance including leak tests, physical inventories and ventilation measurements, will continue on an ongoing basis without interruption. All surveillance items and records will continue to be maintained in their existing state and in accordance with applicable requirements at the time of the indirect change of control of Westinghouse from BNFL to Toshiba.

3.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS

3.5.1 DECOMMISSIONING RECORDS

The indirect change of control under the Transaction will have no effect on Westinghouse's decommissioning records. The Transaction will not involve the physical relocation of any records and all records concerning the safe and effective decommissioning of Westinghouse's facilities will remain with Westinghouse. On the Closing Date, the status of the licensed facilities, including but not limited to the status of decontamination and decommissioning activities, will be identical to their status prior to the Closing Date.

3.5.2 DECOMMISSIONING FINANCIAL ASSURANCE

The indirect change of control will not affect Westinghouse's continued compliance with requirements for financial assurance for decommissioning. Westinghouse will remain responsible for the current status and future decommissioning and cleanup of all licensed facilities that are the subject of this request for consent to indirect change of control. Westinghouse currently has in place financial instruments, complying with the regulations specified in 10 C.F.R. §§ 30.35, 40.36 and 70.25, to meet the NRC's decommissioning financial

assurance requirements for which it bears responsibility⁵. Westinghouse provides decommissioning financial assurance to meet the NRC's requirements in the form of standby letters of credit and an associated standby trust agreement, which are on file with the Commission.

Westinghouse (or Toshiba on behalf of Westinghouse) will continue this same structure for providing decommissioning financial assurance following the change of control. The current intent is to keep in place the existing Westinghouse letters of credit and associated standby trust agreement that are already on file and have already been accepted by the NRC. Westinghouse will confirm this intent with the NRC in sufficient time for the NRC to approve this Application for consent to indirect change of control effective as of the Closing Date. In the event that Westinghouse (or Toshiba on behalf of Westinghouse) proposes to use letters of credit or an associated standby trust agreement that are different from those currently on file with the NRC, Westinghouse will submit to the NRC a form of the new letters of credits and standby trust agreement for NRC review in time for the NRC to approve this Application for consent to indirect change of control effective as of the Closing Date. In either event, the financial assurance instrument(s) will comply with all applicable NRC requirements and be in an amount necessary to fulfill Westinghouse's decommissioning financial assurance responsibilities for the facilities associated with the materials licenses for which such assurance is required.

3.6 TRANSFEREE'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S COMMITMENTS

The indirect change of control of Westinghouse from BNFL to Toshiba does not create a new licensee and does not change any of Westinghouse's existing commitments under the licenses,

⁵ Under the terms of the 1999 Asset Purchase Agreement by which BNFL purchased Westinghouse from CBS, CBS committed to the NRC to provide decommissioning financial assurance for certain "retired facilities" under Westinghouse license SNM-770 applicable to the Waltz Mill Service Center site. Westinghouse retained the responsibility for the decommissioning financial assurance under SNM-770 for the remaining "active facilities" at the site. The indirect change of control of Westinghouse from BNFL to Toshiba under the Transaction will not affect these existing financial assurance commitments for the Waltz Mill site. Both Westinghouse and CBS will continue to maintain their respective decommissioning financial assurance commitments to the NRC under SNM-770.

approvals and certificates. Westinghouse as the holder of the licenses, approvals and certificates will continue to abide by all commitments contained in such licenses, approvals and certificates. In addition, upon the closing of the Transaction, Toshiba will abide by all of Westinghouse's commitments made prior to the indirect change of control from BNFL. Accordingly, Exhibit C is a form of letter from Toshiba to the NRC (the "Commitment Letter") that when executed and submitted by Toshiba will confirm that Toshiba, as the new majority and controlling owner of Westinghouse, will abide by all constraints, license conditions, requirements, representations, and commitments identified in and attributed to Westinghouse's existing licenses, approvals and certificates. Toshiba will submit to the NRC an executed Exhibit C Commitment Letter in time for the NRC to approve this Application for consent to indirect change of control effective as of the Closing Date.

4.0 CONCLUSION

For the reasons stated above, Westinghouse Electric Company LLC requests that the NRC provide its consent to the indirect change of control of Westinghouse from BNFL to Toshiba as it relates to the materials licenses, quality assurance program approvals and certificates of compliance listed in Exhibit A, with such consent to be effective as of the Closing Date of the Transaction, as referenced above. As set forth in the form of Toshiba Commitment Letter set forth in Exhibit C, Toshiba will concur in this request by executing the Commitment Letter and submitting it to the NRC under separate cover.

WESTINGHOUSE ELECTRIC COMPANY LLC

By: 

Name: F. Ramsey Coates

Title: Senior Vice President & General Counsel

AFFIRMATION

I, F. Ramsey Coates, do hereby affirm that: (1) I am the Senior Vice President and General Counsel of Westinghouse Electric Company LLC, (2) I am duly authorized to execute and file this certification on behalf of Westinghouse Electric Company LLC, and (3) the statements set forth in the attached Application for Consent to Indirect Change of Control are true and correct to the best of my information, knowledge and belief.

By: *F. Ramsey Coates*
F. Ramsey Coates

COMMONWEALTH OF PENNSYLVANIA)

)

COUNTY OF ALLEGHENY)

)

I hereby certify that on the 21st day of April, 2006, before me, the subscriber, a Notary Public of the Commonwealth of Pennsylvania, personally appeared F. Ramsey Coates, being duly sworn, and states that he is the Senior Vice President and General Counsel of Westinghouse Electric Company LLC; that he provides the foregoing Application for the purposes therein set forth; that the statements made are true and correct to the best of his knowledge and belief; and that he is authorized to provide the Application on behalf of said Company.

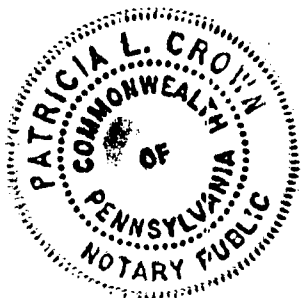
WITNESS my Hand and Notarial Seal

Patricia L. Crown

Notary Public

My Commission Expires:

Feb. 7, 2009



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Patricia L. Crown, Notary Public
Monroeville Boro, Allegheny County
My Commission Expires Feb. 7, 2009
Member, Pennsylvania Association of Notaries

APPLICATION FOR CONSENT TO
INDIRECT CHANGE OF CONTROL

WITH RESPECT TO
MATERIALS LICENSES, QUALITY ASSURANCE PROGRAM APPROVALS
AND CERTIFICATES OF COMPLIANCE

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
A	NRC Materials Licenses, Quality Assurance Program Approvals and Certificates of Compliance of Westinghouse Electric Company LLC
B- 1 and 2	Westinghouse Organization Chart Before and After the Transaction
C	Letter from Toshiba Committing to Abide by Commitments
D	Form of Financial Assurance Documents for Decommissioning – If Needed Will Be Provided Later

EXHIBIT A**U. S. NUCLEAR REGULATORY COMMISSION****MATERIAL LICENSES, QUALITY ASSURANCE PROGRAM APPROVALS AND
CERTIFICATES OF COMPLIANCE OF
WESTINGHOUSE ELECTRIC COMPANY LLC**

Material Licenses				
Facility Name	License Number:	Facility Address:	Type of License:	Comments:
Westinghouse Commercial Fuel Fabrication Facility	SNM-1107	Bluff Road Columbia, SC	Special Nuclear Material	Active Fuel Fabrication Facility
Westinghouse Science and Technology Department	SNM-1460	Beulah Road Pittsburgh, PA 15235	Broad Scope, Combined Materials	Active R&D Center
Westinghouse Waltz Mill Site	SNM-770	P.O. Box 158 Madison, PA	Broad Scope, Combined Materials	Active Service Center
Hematite Nuclear Fuel Manufacturing Facility	SNM-33	3300 State Road P Festus, MO 63028	Special Nuclear Material	In Decommissioning

Transportation Quality Assurance Program Approvals			
Facility Name	License Number:	Type of License:	Comments:
Westinghouse Electric Company LLC	Quality Assurance Approval Number 0708	Transportation Quality Assurance Program, full scope program.	Used by SNM-1107 and SNM-1460
Westinghouse Electric Company LLC	Quality Assurance Approval Number 0090	Transportation Quality Assurance Program, "use only" program.	Used by SNM-33

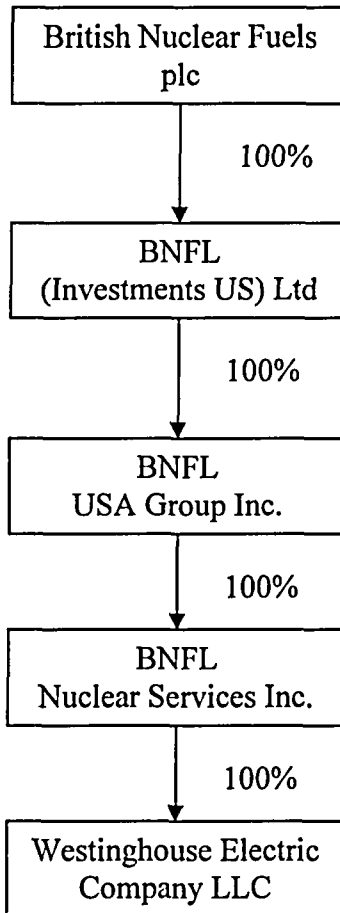
EXHIBIT A (continued)

**U. S. NUCLEAR REGULATORY COMMISSION
MATERIAL LICENSES, QUALITY ASSURANCE PROGRAM APPROVALS AND
CERTIFICATES OF COMPLIANCE OF
WESTINGHOUSE ELECTRIC COMPANY LLC**

Transportation Package Approvals (Certificates of Compliance)			
Facility Name	License Number:	Package Identification	Comments:
Westinghouse Electric Company LLC	Certificate of Compliance Number 6400	Super Tiger, Model No. 6400 Package	
Westinghouse Electric Company LLC	Certificate of Compliance Number 9239	New Fuel Shipping Container, MCC series	
Westinghouse Electric Company LLC	Certificate of Compliance Number 6078	927 Package	
Westinghouse Electric Company LLC	Certificate of Compliance Number 9272	CE-B1 Container	
Westinghouse Electric Company LLC	Certificate of Compliance Number 9274	ABB-2901 Container	
Westinghouse Electric Company LLC	Certificate of Compliance Number 9292	Patriot Container	
Westinghouse Electric Company LLC	Certificate of Compliance Number 9297	Travler STD & Travler XL	

EXHIBIT B 1

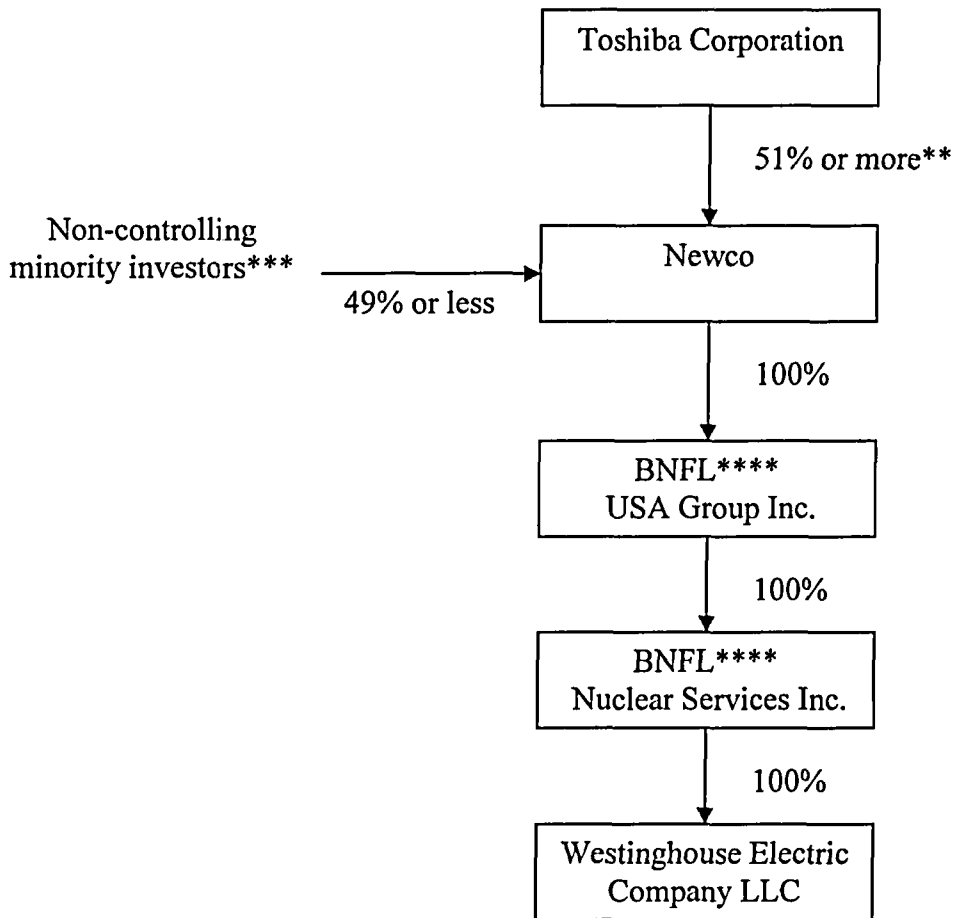
WESTINGHOUSE ORGANIZATION CHART BEFORE THE TRANSACTION*



* Note that this chart (i) is a simplified organizational chart that is intended to depict BNFL's pre-Transaction ownership of Westinghouse Electric Company LLC, and (ii) does not include certain subsidiary companies that are not relevant to understanding the Transaction as it relates to the indirect change in control of Westinghouse Electric Company LLC.

EXHIBIT B 2

WESTINGHOUSE ORGANIZATION CHART AFTER THE TRANSACTION*



* Note that this chart (i) is a simplified organizational chart that is intended to depict Toshiba's post-Transaction ownership of Westinghouse Electric Company LLC and (ii) does not include certain subsidiary companies that are not relevant to understanding the Transaction as it relates to the indirect change in control of Westinghouse Electric Company LLC.

** Toshiba may own this interest directly or through one or more wholly-owned intermediate holding companies.

*** Minority, non-controlling investors, if any, to be identified by Toshiba prior to the Closing Date.

**** A new name that removes reference to "BNFL" will be identified prior to the Closing Date.

EXHIBIT C

FORM OF LETTER FROM TOSHIBA COMMITTING TO ABIDE BY COMMITMENTS

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Document Control Desk
US Nuclear Regulatory Commission
Washington, DC 20555

Subject: Westinghouse Electric Company LLC -- Application for Consent to Indirect Change of Control with Respect to Materials Licenses, Quality Assurance Program Approvals and Certificates of Compliance

Gentlemen:

This letter is in furtherance of and a part of the Application for Consent to Indirect Change of Control of Westinghouse Electric Company LLC ("Westinghouse") (the "Application") filed with the US Nuclear Regulatory Commission ("NRC") and related to the Materials Licenses, Quality Assurance Program Approvals and Certificates of Compliance of Westinghouse referenced in the Application. The need for the requested NRC consent arises from the sale by British Nuclear Fuels plc ("BNFL") to Toshiba Corporation ("Toshiba") of BNFL's entire interest in Westinghouse (the "Transaction"). Included in the Transaction, as more fully described in the Application, is the transfer by BNFL, through its wholly-owned UK subsidiary BNFL (Investments US) Ltd., of 100% of the stock of BNFL USA Group Inc., a Delaware corporation ("BNFL USA") and wholly-owned BNFL subsidiary, which is the holding company through which BNFL operates in the US. BNFL USA, in turn, owns 100% of the shares of BNFL Nuclear Services Inc., a Delaware corporation, which, in turn, owns 100% of Westinghouse. Thus, the sale by BNFL to Toshiba of 100% of BNFL USA will result in the indirect change of control from BNFL to Toshiba of Westinghouse, which holds the licenses, approvals and certificates more fully described in the Application.

In accordance with NUREG-1556, Volume 15, section 5.6, dated November 2000, and in order to support Westinghouse's request for NRC consent to the indirect change of control of Westinghouse from BNFL to Toshiba as it relates to the licenses, approvals and certificates held by Westinghouse, Toshiba hereby makes the following statements and representations:

1. I am the [title] of [Toshiba Corporation] and am authorized to file this letter with the NRC on behalf of Toshiba.
2. After the closing of the Transaction discussed above, Toshiba will become the indirect majority owner of and have a controlling interest in Westinghouse, which

will remain the licensee and holder of the licenses, approvals and certificates set forth in the Application.

3. The Transaction will result in no changes in Westinghouse personnel or management having direct operational responsibility for, and control of, licensed activities. There will be no changes in personnel of Westinghouse who are listed on the licenses, approvals and certificates or referred to in the supporting documentation as a result of the Transaction. There will be no changes in personnel responsible for radiation safety or use of licensed material in the licenses, approvals and certificates possessed by Westinghouse.
4. The Transaction will not result in changes in Westinghouse's headquarters, or operational organization, location, facilities, equipment or procedures related to the licenses, approvals and certificates possessed by Westinghouse. There will be no changes in the use, possession, location or storage of the licensed material as a result of the indirect change of control under the Transaction.
5. Toshiba, as the new majority and controlling owner of Westinghouse, will abide by all constraints, license conditions, requirements, representations, and commitments identified in and attributed to Westinghouse in its existing licenses, approvals and certificates.
6. Toshiba agrees to accept responsibility for the provision by Westinghouse of the decommissioning financial assurance required by the NRC with respect to the materials licenses set forth in the Application. Westinghouse will continue to provide decommissioning financial assurance through appropriate financial instruments that comply with the NRC's requirements upon the closing of the indirect change of control described in the Application.
7. Toshiba concurs in Westinghouse's request that the NRC provide its consent to the indirect change of control of Westinghouse from BNFL to Toshiba as it relates to the materials licenses, quality assurance program approvals and certificates of compliance listed in the Application, with such consent to be effective as of the Closing Date of the Transaction.

Toshiba would be pleased to respond to any further questions that the NRC may have with regard to this letter.

Very truly yours

[Toshiba Authorized Signatory]